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November 21, 2016

*Via Electronic Filing*

Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, DC 20554

Re: *Application of Clarity Communications Group, LLC, Transferor, and Lumos Networks Corp., Transferee, Application for Consent to Transfer Domestic Authority Pursuant to Section 214 of the Communications Act of 1934, as Amended, WC Docket No. 16-386*

Dear Ms. Dortch:

At the request of FCC staff, Clarity Communications Group, LLC (“Clarity”) and Lumos Networks Corp. (“Lumos”) (collectively, “Applicants”) hereby supplement the pending Streamlined Application for Consent to Transfer Domestic Section 214 Authority in the above-captioned proceeding.

As an initial matter, the Applicants wish to clarify that each of three investment management companies that hold at least ten percent of the equity of Lumos – FMR LLC, The Vanguard Group, and Blackrock, Inc. – purchased such equity through the open marketplace, and none of these investors has the ability to directly influence or exercise control over Lumos. Notably, each of these parties obtained their shares pursuant to 17 C.F.R. § 240.13d-1(b)(1)(i), which governs the acquisition of “securities in the ordinary course of . . . business and not with the purpose nor with the effect of changing or influencing the control of the issuer[.]”<sup>1</sup> In addition, each of these parties filed only Schedule 13G with the Securities and Exchange Commission (“SEC”) – *i.e.*, the beneficial ownership disclosure statement intended for passive investors.

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<sup>1</sup> 17 C.F.R. § 240.13d-1(b)(1)(i).

Nevertheless, Lumos also hereby submits the information it was able to obtain from publicly available sources regarding the management of these investment entities:

- FMR LLC is a U.S. company that was founded and is predominantly owned by members of the Johnson family (American), whether directly or through trusts. Abigail P. Johnson is the Chief Executive Officer and President of FMR LLC and her father, Edward C. Johnson III, serves as the Chairman.<sup>2</sup> Both are U.S. citizens.
- The Vanguard Group is a U.S. company managed by its Board of Directors.<sup>3</sup> The Chairman of the Board, President, and Chief Executive Officer is F. William McNabb III, a U.S. citizen. The remainder of the Board is made up of Emerson U. Fullwood, Rajiv L. Gupta, Amy Gutmann, JoAnn Heffernan Heisen, F. Joseph Loughrey, Mark Loughridge, Scott C. Malpass, André F. Perold, and Peter F. Volanakis, at least seven of whom are U.S. citizens.
- Blackrock, Inc. is a U.S. company that is managed by a large Board of Directors who are elected annually for a one-year term. Pursuant to the company's SEC filings, it appears that only two individuals are both directors and members of BlackRock management. Specifically, Laurence D. Fink is the Chairman and Chief Executive Officer, while Robert S. Kapito is the President. Both are U.S. citizens.<sup>4</sup>

While each of these investment management companies appears to hold equity interests in a number of other communications-related companies, neither Lumos nor Clarity is actively affiliated with any other telecommunications service provider. Accordingly, the Applicants respectfully submit that streamlined treatment of the pending application is appropriate.<sup>5</sup> As noted in the pending application: (1) Lumos would have less than ten percent of the interstate, interexchange market following the proposed transaction; (2) Lumos does not provide telephone exchange or exchange access service; (3) neither Clarity nor Lumos is dominant with respect to any service; and (4) the proposed transaction will not adversely impact competition given that there is no overlap

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<sup>2</sup> The only direct contact that Lumos has with FMR LLC is Tim Cohen, who can be reached at the address listed in the pending application.

<sup>3</sup> The only direct contact that Lumos has with The Vanguard Group is Tim Buckley, who can be reached at the address listed in the pending application.

<sup>4</sup> The only direct contact that Lumos has with Blackrock, Inc. is Rick Rieder, who can be reached at the address listed in the pending application.

<sup>5</sup> See generally 47 C.F.R. 63.03(b)(2); *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, Report and Order, 17 FCC Rcd 5517, ¶¶ 28, 34 (2002) (highlighting the Commission's ability to afford streamlined treatment to applications on a case-by-case basis).

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between the offerings of Clarity and Lumos. Moreover, streamlined treatment will aid the parties in fulfilling the contemplated January 1, 2017 closing date for the transaction, thereby allowing the benefits of the proposed transaction to be realized expeditiously.

Respectfully submitted,

/s/ *Emily J.H. Daniels*

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